

## PROOF OF CLAIM

EXHIBIT A

Name of Debtor

Case Number

USA COMMERCIAL MORTGAGE

06-10725-LBR

NOTE See Reverse for List of Debtors and Case Numbers

This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A "request" for payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503.

## Name of Creditor and Address

11321241001552  
 RNR LIVING TRUST DATED 10/1/04  
 C/O ROBERT LEVY & RENEE LEVY TRUSTEES  
 2115 BENSLEY ST  
 HENDERSON NV 89044-0155

☐ Check box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars.

☐ Check box if you have never received any notices from the bankruptcy court or BMC Group in this case.

☐ Check box if this address differs from the address on the envelope sent to you by the court.

**DO NOT FILE THIS PROOF OF CLAIM FOR A SECURED INTEREST IN A BORROWER THAT IS NOT ONE OF THE DEBTORS**

If you have already filed a proof of claim with the Bankruptcy Court or BMC, you do not need to file again.

**THIS SPACE IS FOR COURT USE ONLY**

Creditor Telephone Number 702 263-1997

Last four digits of account or other number by which creditor identifies debtor

ID # 3061

Check here ☐ replaces a previously filed claim dated \_\_\_\_\_  
 if this claim ☐ or amends

## 1 BASIS FOR CLAIM

- ☐ Goods sold ☐ Personal injury/wrongful death ☐ Retiree benefits as defined in 11 U.S.C. § 1114(a) ☐ Unremitted principal
- ☐ Services performed ☐ Taxes ☐ Wages, salaries, and compensation (fill out below) ☐ Other claims against servicer (not for loan balances)
- ☒ Money loaned ☐ Other (describe briefly) Last four digits of your SS # \_\_\_\_\_
- Unpaid compensation for services performed from \_\_\_\_\_ to \_\_\_\_\_ (date) (date)

## 2 DATE DEBT WAS INCURRED

See Attached

## 3 IF COURT JUDGMENT, DATE OBTAINED

## 4 CLASSIFICATION OF CLAIM

Check the appropriate box or boxes that best describe your claim and state the amount of the claim at the time case filed.

See reverse side for important explanations

## UNSECURED NONPRIORITY CLAIM \$

- ☐ Check this box if a) there is no collateral or lien securing your claim or b) your claim exceeds the value of the property securing it or c) none or only part of your claim is entitled to priority.

## UNSECURED PRIORITY CLAIM

- ☐ Check this box if you have an unsecured claim all or part of which is entitled to priority.

Amount entitled to priority \$ \_\_\_\_\_

Specify the priority of the claim

- ☐ Domestic support obligations under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B)
- ☐ Wages, salaries, or commissions (up to \$10,000)\* earned within 180 days before filing of the bankruptcy petition or cessation of the debtor's business whichever is earlier 11 U.S.C. § 507(a)(4)
- ☐ Contributions to an employee benefit plan 11 U.S.C. § 507(a)(5)

## SECURED CLAIM

- ☒ Check this box if your claim is secured by collateral (including a right of setoff).

Brief description of collateral

☒ Real Estate ☐ Motor Vehicle ☐ Other \_\_\_\_\_

Value of Collateral \$ \_\_\_\_\_

Amount of arrearage and other charges at time case filed included in secured claim, if any \$ 100,000

- ☐ Up to \$2,225\* of deposits toward purchase lease or rental of property or services for personal family or household use - 11 U.S.C. § 507(a)(7)
- ☐ Taxes or penalties owed to governmental units 11 U.S.C. § 507(a)(8)
- ☐ Other - Specify applicable paragraph of 11 U.S.C. § 507(a) (\_\_\_\_)

\* Amounts are subject to adjustment on 4/1/07 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment.

## 5 TOTAL AMOUNT OF CLAIM \$

AT TIME CASE FILED

\$ 200,000 (unsecured) \$ 200,000 (secured) \$ 200,000 (priority) \$ 200,000 (Total)

- ☐ Check this box if claim includes interest or other charges in addition to the principal amount of the claim. Attach itemized statement of all interest or additional charges.

## 6 CREDITS The amount of all payments on this claim has been credited and deducted for the purpose of making this proof of claim

## 7 SUPPORTING DOCUMENTS Attach copies of supporting documents, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, court judgments, mortgages, security agreements, and evidence of perfection of lien. DO NOT SEND ORIGINAL DOCUMENTS. If the documents are not available, explain. If the documents are voluminous, attach a summary.

## 8 DATE-STAMPED COPY To receive an acknowledgment of the filing of your claim, enclose a stamped self-addressed envelope and copy of this proof of claim.

The original of this completed proof of claim form must be sent by mail or hand delivered (FAXES NOT ACCEPTED) so that it is actually received on or before 5:00 pm, prevailing Pacific time, on November 13, 2006 for each person or entity (including individuals, partnerships, corporations, joint ventures, trusts and governmental units).

BY MAIL TO  
 BMC Group  
 Attn: USACM Claims Docketing Center  
 P.O. Box 911  
 El Segundo, CA 90245-0911

BY HAND OR OVERNIGHT DELIVERY TO  
 BMC Group  
 Attn: USACM Claims Docketing Center  
 1330 East Franklin Avenue  
 El Segundo, CA 90245

**THIS SPACE FOR COURT USE ONLY**

FILED OCT 09 2006

DATE

9/21/06

SIGN and print the name and title if any of the creditor or other person authorized to file this claim (attach copy of power of attorney, if any)

ROBERT LEVY & RENEE LEVY TRUSTEES  
 RNR LIVING TRUST  
 Robert Levy

USA CMC



1072500494

EXHIBIT A



*Due 12/106*

July 2, 2004

Robert E Levy, a married man dealing with his sole & separate property  
Robert Levy  
2548 Downeyville Avenue  
Henderson, NV 89052

Dear Robert,

USA Capital would like to take this opportunity to thank you for investing in our First Trust Deed program. Your investment amount of \$50000 in the Mountain House Business Park loan was funded on 6-01-04. You will start earning interest from 6-01-04.

USA Capital continues to underwrite all loans with the same care and diligence we have used since 1989. The interest for this first trust deed investment will be paid on or before the 10<sup>th</sup> of each month. USA Capital will fully service your investment, including monthly interest, statements, and tax reporting. If you have any questions or comments, please feel free to call (702) 734-2400. Thank you again.

Sincerely,

USA Capital



November 22, 2005

Robert Levy & Renee Levy Trustees of the RNR Living Trust dated 10/1/04  
2115 Bensley Street  
Henderson, NV 89044

Dear Robert & Renee

You are currently invested in the Pegasus-MH Ventures I, LLC loan with USA Capital. The borrower has come to USA Capital requesting additional funds. Since we originally funded this loan, the project is expected to have all approved tentative maps by January 2006, and the borrower has the property under contract with Warmington Homes, who has released \$500,000 towards the purchase price to date.

I have included a new Loan Summary sheet with the updated information. Please note that with the appraisal by CB Richard Ellis dated November 10, 2005, the loan to value has decreased to 38%.

If you have chosen to stay in this loan, please sign and return the following acknowledgement. The maturity date will be extended ~~12/31/2006~~ 12/31/2006.

If you do not want to stay at this increased loan amount or have any questions, please call your broker, in Las Vegas at 702-734-2400, in Reno 775-851-8180 and in Incline Village at 775-833-2233.

Sincerely,

A handwritten signature in black ink, appearing to read 'J. D. Milanowski', written over a horizontal line.

Joseph D. Milanowski  
President

OK to sign



Receipt No: 15090

Receipt Date 04/26/2004

Investors Name Robert

Levy

Vesting Robert E Levy, a married man dealing with his sole &amp; separate property

Loan Investing In: Mountain House Business Park

Principal	Interest Rate	Accrue Date	Maturity Date	Entered By
\$ 50,000 00	12 00%			

4/26/2004

2 29 13PM

EXHIBIT A

# USA Capital

## First Trust Deed Investment

- Borrower:** Pegasus-MH Ventures I, LLC  
Michael A Clevenger has been in the commercial real estate development business in northern California for the last 24 years
- Loan Amount:** \$9,750,000
- Rate:** 12%
- Loan to Value:** Approximately 50% based on comparative prices in the area, not including the additional collateral, which provides additional net equity of \$10,600,000
- Term:** 18 months
- Collateral:** Approximately 40 acres of undeveloped land planned for residential development located near the corner of Highway 205 and Mountain House Road near Tracy, California in San Joaquin County
- Additional Collateral:** Second deed of trust on the approximately 130 acres of the adjacent undeveloped land zoned for commercial development
- The Project:** The project, commonly referred to as, Mountain House Business Park, is a 170 acre mixed use development with 40 acres of residential and 130 acres of retail and office space located on I-205 at Mountain House Road. This project is adjacent to the Mountain House master planned community, a 4,792-acre project located along the San Joaquin County Line between Interstate 205 and the Old River, northwest of Tracy, California, 60 miles east of San Francisco. This community is envisioned as a new self-sufficient community offering employment, goods, services and recreation.
- Borrower Equity:** The borrower has contributed approximately \$1,800,000 into the predevelopment cost to this project
- Guarantees:** The principals of Pegasus-MH ventures I, LLC Michael Clevenger and William H Zenklusen with an estimated net worth of \$5,800,000 as of 12-31-03

### Jane't Szabo

702-734-2400

888-921-8009

Licensed by the State of Nevada Division of Mortgage Lending  
USA Commercial Mortgage Company 4484 S Pecos Rd, Las Vegas NV 89121  
License #MB 02158 4/26/2004

Money invested through a mortgage broker is not guaranteed to earn any interest or return and is not insured. Before investing investors must be provided applicable disclosure.

## **USA Commercial Mortgage Investor's Trust**

### **Commitment to Invest**

Date	December 8, 2005
Investor	Levy Trust
Amount	\$50,000
Project	BarUSA
Int Rate	12.5%

# USA Capital

D

## First Trust Deed Investment

**Borrower:** BarUSA, LLC

The borrower is a joint venture between Tanamera Resort Partners, and William Barkett of Merjan Financial. Mr. Barkett has been in the development business since 1983, and in that time has developed several commercial and residential projects, primarily in California. He currently manages over 1,800 acres of farmland in California producing walnuts, almonds, and grapes.

**Loan Amount:** \$15,300,000

**Rate:** 12.5% (net)

**Maturity:** November 24, 2006

**Loan To Value:** Approximately 37% based on a purchase and sales agreement with Grupe Company

**The Project:** The loan on approximately 760 acres of property in California's Central Valley between the towns of Modesto and Riverbank, California, and bordered on the north by the Stanislaus River. The current use of the property is for farmland, primarily walnut groves, and it is being developed into a masterplanned residential community of approximately 3,000 lots.

BarUSA has entered into an agreement with the Grupe Company, a large privately held development company based in Stockton, California to option the property. The Grupe Company is pursuing the entitlement of the property, and is responsible for all costs to obtain the entitlements, to date Grupe has paid approximately \$1,000,000 in option payments. The price paid to exercise the option to purchase the property will be approximately \$55 million.

**Jane't Szabo**

**702-734-2400**

**888-921-8009**

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USA Commercial Mortgage Company 4484 S Pecos Rd, Las Vegas NV 89121  
License #MB 333 12/8/2005

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## USA Capital

The Grupe Company is focused on the acquisition of large parcels of land and developing creative master plans which add amenities and introduce beautiful residential and commercial properties creating value for the community residents and the their partners Over the past 25 years The Grupe Company has built for-sale and rental housing for over 50,000

people, and developed over one million square feet of commercial and office space in eight states

The property is located in the path of growth for both the city of Modesto, and the city of Riverbank It is expected that the property will be annexed into and entitled in the city of Riverbank, since it is the more aggressive of the two cities

**Collateral:** First Trust Deed on approximately 760 acres of property bounded by the Stanislaus River to the north, Patterson Road, McHenry Avenue, and Hogue Road in California's Central Valley between the towns of Modesto and Riverbank, California, generally known as the Wendt property

**Guarantees:** The loan will be guaranteed by the principals of the borrower - Tanamera Resort Partners, Tom Hantges, Joe Milanowski, and William Barkett Tanamera Resort Partners is a \$50,000,000 real estate equity fund with over \$23,300,000 of capitalized equity as of September 30, 2004 Tanamera Resort Partners owns and is developing the Reno-Tahoe Tech Center, Reno Corporate Center, Fluer de Lis Condominiums, and the Foothill Commerce Center

The principals in the transaction have a combined net worth in excess of \$100 million as of 12-31-04

### Jane't Szabo

**702-734-2400**

**888-921-8009**

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USA Commercial Mortgage Company 4484 S Pecos Rd, Las Vegas NV 89121  
License #MB 333 12/8/2005

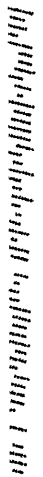
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no item per transcript



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EXHIBIT A

REC'D OCT 09 2006

BMC Group

ATTN USACM CLAIMS DOCKET

P.O. Box 911

EL SEGUNDO, CA 90245

REC'D OCT 09 2006

EXHIBIT A

**U.S. Bankruptcy Court**

**District of Nevada**

**Notice of Electronic Claims Filing**

The following transaction was received from BMC GROUP, INC , on 10/18/2006 at 1 45 PM PDT

**Case Name:** USA COMMERCIAL MORTGAGE COMPANY  
**Case Number:** 06-10725-lbr  
RNR LIVING TRUST DTD 10/1/04  
**Creditor Name:** C/O ROBERT LEVY & RENEE LEVY TTEES  
2115 BENSLEY ST  
HENDERSON NV 89044-0155  
**Claim Number.** 494 Claims Register  
**Total Amount Claimed:** \$200000 00

The following document(s) are associated with this transaction

**Document description:** Main Document  
**Original filename:** 10725\_RNR\_Living\_Trust pdf  
**Electronic document Stamp:**  
[STAMP bkecfStamp\_ID=989277954 [Date=10/18/2006] [FileNumber=7408283-0  
] [16e544e96428784238f84b6705ccddf6d82dbe7d8b0c1bd55d2ed2f853878f144  
f96e71e56a958c5513709eb02adeba11a4fb4e712d5cc9a7978252cee99d9]]

**06-10725-lbr Notice will be electronically mailed to:**

FRANKLIN C ADAMS franklin adams@bbklaw com, arthur johnston@bbklaw com

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klawrence@parsonsbehle com,tthomas@parsonsbehle com,ecf@parsonsbehle com

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